

Law Department

John Hancock Mutual
Life Insurance Company

Pamela A. Memishian
Attorney

John Hancock Place
Post Office Box 111
Boston, MA 02117

(617) 421-6516

3-290-A019
Date 10/17/83
Fee 100.00
ICC Washington, D. C.

October 14, 1983

RECORDATION NO. 12017-18 Filed 1425
OCT 17 1983 -12 05 PM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
1200 Constitution Avenue, N.W.
Washington, D.C. 20423
Attn.: Room 2303

RECORDATION NO. 12017-18 Filed 1425
OCT 17 1983 -12 05 PM
INTERSTATE COMMERCE COMMISSION

Re: Recordation of Document Relating To
Prior Recordations #12017, 12017-A,
12017-B, 12017-C and 12017-D

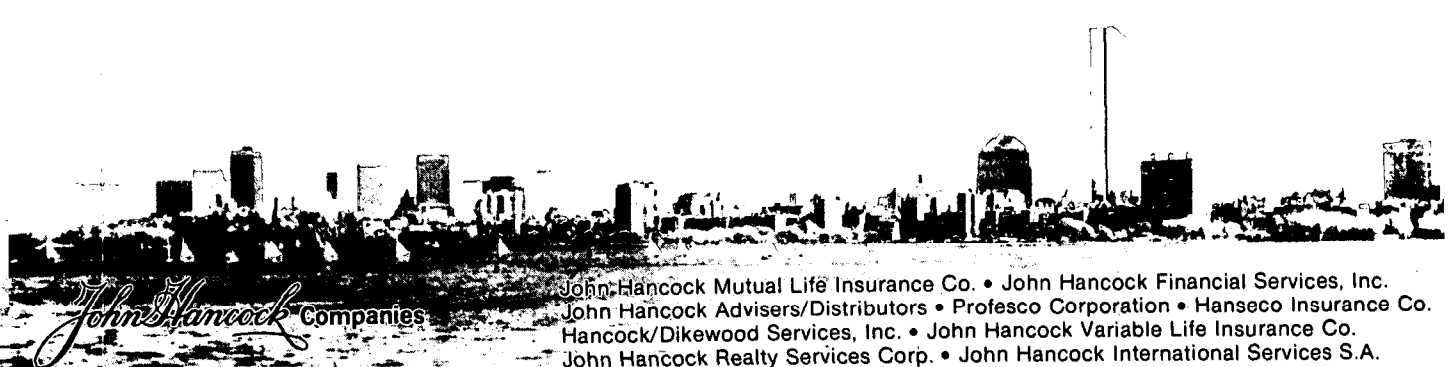
Gentlemen:

Pursuant to 49 U.S.C. §11303, I am enclosing for filing and recordation with the Interstate Commerce Commission an executed original and a certified copy of

- (a) Consent and Agreement; and
- (b) Assignment Agreement.

These two documents relate to a Conditional Sale Agreement, Agreement and Assignment, Lease of Railroad Equipment and Assignment of Lease and Agreement which were previously recorded with the Interstate Commerce Commission on July 18, 1980 and assigned recordation numbers 12017, 12017-A, 12017-B, 12017-C respectively and an Amendment Agreement relating thereto, which was filed with the Interstate Commerce Commission on October 29, 1980, and assigned recordation number 12017-D.

I am also enclosing a check for \$100 payable to the Interstate Commerce Commission as payment of the filing fees in this matter.



John Hancock Companies

John Hancock Mutual Life Insurance Co. • John Hancock Financial Services, Inc.
John Hancock Advisers/Distributors • Profesco Corporation • Hansco Insurance Co.
Hancock/Dikewood Services, Inc. • John Hancock Variable Life Insurance Co.
John Hancock Realty Services Corp. • John Hancock International Services S.A.

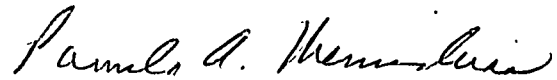
October 14, 1983

Please return the original executed documents, with recordation numbers indicated to:

Pamela A. Memishian, Esq.
John Hancock Mutual Life Insurance Company
P.O. Box 111
Boston, Massachusetts 02117

If you have any questions concerning this filing please call me at (617) 421-6516.

Very truly yours,



Pamela A. Memishian
Attorney

Enclosures

PAM/c

RECORDATION NO. 12047 Filed 1425

OCT 17 1983 12 01 PM

INTERSTATE COMMERCE COMMISSION

October 14, 1983

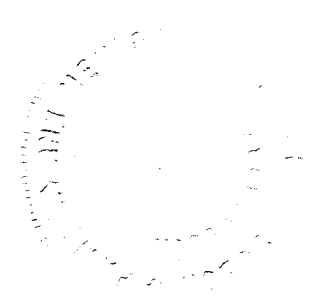
Commonwealth of Massachusetts)
County of Suffolk)

I, Pamela Ann Memishian, a notary public of the Commonwealth of Massachusetts, DO HEREBY CERTIFY that the attached is a true and correct copy of the Assignment Agreement dated as of April 27, 1983 By and Between Public Employees' Retirement Association of Colorado ("Assignor") and John Hancock Mutual Life Insurance Company ("Assignee").

Witness my hand and seal

Pamela Ann Memishian
Notary Public

My Commission Expires: 2/7/86



ASSIGNMENT AGREEMENT
Dated as of April 27, 1983
By and Between
Public Employees' Retirement Association
of Colorado ("Assignor")
and

John Hancock Mutual Life Insurance Company ("Assignee")

RECORDATION NO. 12017-B
OCT 17 1983 12 02 PM
INTERSTATE COMMERCE COMMISSION

Reference is made to that certain Participation Agreement dated as of July 1, 1980 (the "Participation Agreement") by and among General American Transportation Corporation ("GATC"), Westinghouse Credit Corporation ("WCC"), The Connecticut Bank and Trust Company, as Trustee, ("CBT"), and Public Employees' Retirement Association of Colorado ("Assignor" hereunder).

Reference is also made to that certain Agreement and Assignment dated as of July 1, 1980, by and between GATC and Assignor, as amended by that certain Amendment Agreement dated as of October 15, 1980, which Agreement and Assignment was entered into pursuant to the provisions of the Participation Agreement, and pursuant to which Agreement and Assignment GATC did (among other things) assign to Assignor, its successors and assigns, all of GATC's right, title and interest in and to (i) certain railroad equipment described therein and (ii) that certain Conditional Sale Agreement (excepting only the right to construct and deliver said equipment and the right to receive certain payments specified in subparagraph (a) of the third paragraph of Article 4 thereof and reimbursement for taxes paid by GATC) dated as of July 1, 1980 by and between CBT and GATC.

Reference is also made to that certain Assignment of Lease and Agreement dated as of July 1, 1980, by and between CBT and Assignor, as amended by that certain Amendment Agreement dated as of October 15, 1980, which Assignment of Lease and Agreement was entered into pursuant to the provisions of the Participation Agreement, and pursuant to which Assignment of Lease and Agreement CBT did (among other things) assign to Assignor, and its assignees, (subject only to such exceptions as are specifically set forth therein) all of CBT's right, title and interest, powers, privileges and other benefits under that certain Lease of Railroad Equipment dated as of July 1, 1980, by and between CBT as Lessor and GATC as Lessee.

WHEREAS the aforementioned Conditional Sale Agreement, Agreement and Assignment, Lease of Railroad Equipment, and Assignment of Lease and Agreement, were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 18, 1980, at 1:30 p.m., and were assigned recordation numbers 12017, 12017-A, 12017-B, 12017-C, respectively; and

WHEREAS the aforementioned Amendment Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on October 29, 1980, at 3:35 p.m., and was assigned recordation number 12017-D;

NOW, THEREFORE, in consideration of the sum of \$4,043,747.35, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns, transfers and sets over unto Assignee all of Assignor's right, title and interest in, to and under the aforementioned Participation Agreement, Agreement and Assignment (as amended by the aforementioned Amendment Agreement), the railroad equipment described therein, and the aforementioned Assignment of Lease and Agreement (as amended by the aforementioned Amendment Agreement).

IN WITNESS WHEREOF, the Assignor has caused its name to be signed hereto by its duly authorized corporate officer, and its corporate seal affixed hereto and duly attested, as of the day and year first above written.

Assignor:

PUBLIC EMPLOYEES' RETIREMENT
ASSOCIATION OF COLORADO

[Seal]
ATTEST:

By James C. Luffeyford
Title Notary Public

By Thomas Bechtel
Title Asst Executive Secretary

The foregoing assignment is hereby accepted as of the 27th day of April, 1983.

Assignee:

JOHN HANCOCK MUTUAL LIFE
INSURANCE COMPANY

[Seal]
ATTEST:

By James H. Young
Title ASSISTANT SECRETARY

By Robert D. Smith
Title Investment Officer

STATE OF COLORADO)
) SS:
COUNTY OF DENVER)

On this 15th day of June, 1983, before me a Notary Public duly commissioned and sworn, personally appeared Norman Jaskol, known to me to be a Assistant Executive Secretary of Public Employees' Retirement Association of Colorado, and acknowledged to me that he executed the within instrument on behalf of the Association with full authority and did so voluntarily for and as the act of said Association.

Karen C. Lutterford [Seal]
Notary Public

My commission expires 7/18/84
1300 Logan Street
Denver, Colorado 80203

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

On this 10th day of June, 1983, before me a Notary Public duly commissioned and sworn, personally appeared Evans R. Whitby, known to me to be an Investment Officer of John Hancock Mutual Life Insurance Company, and acknowledged to me that he executed the within instrument on behalf of the corporation with full authority and did so voluntarily for and as the act of said corporation.

Marie C. O'Brien [Seal]
Notary Public

My commission expires 9/1/89